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**LION ROCK GROUP LIMITED**

**獅子山集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

*(Stock code: 1127)*

**INSIDE INFORMATION  
THE PROPOSED LISTING OF  
LEFT FIELD PRINTING GROUP LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE  
AND  
PUBLICATION OF PROSPECTUS**

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

**THE PROPOSED LISTING**

The Company refers to the announcement dated 14 June 2018 in relation to the Scheme of Arrangement, the proposed redomicile of OPUS and the Proposed Listing of Left Field on the Main Board of the Stock Exchange.

On 14 June 2018, OPUS and Left Field entered into the Scheme Implementation Agreement, which outlined the steps for the implementation of the Scheme of Arrangement. Under the Scheme of Arrangement, OPUS Shareholders will exchange their OPUS Shares for Left Field Shares, which will effect a re-domiciliation of OPUS from Australia to Bermuda. Left Field submitted its listing application for the Proposed Listing to the Stock Exchange on 14 June 2018.

After the Scheme of Arrangement became effective on 14 September 2018, trading of OPUS Shares was suspended on the ASX. Pursuant to the Scheme of Arrangement, the entire issued share capital of OPUS will be transferred to Left Field on the basis of one OPUS Share being swapped for three Left Field Shares. Upon completion of the share swap, OPUS will become a wholly-owned subsidiary of Left Field and all the then OPUS Shareholders (excluding the ineligible foreign OPUS Shareholders) and the designated sale agent under the share sale facility will become Left Field Shareholders. As a result of the Proposed Listing, Left Field will be listed on the Stock Exchange and OPUS will subsequently be delisted from the ASX.

The Proposed Listing is expected to be implemented by way of the Share Offer, which will consist of the Public Offer and the Placing. It is expected that if the Share Offer proceeds, the total number of Left Field Shares to be offered will be 105,000,000, comprising 10,500,000 Public Offer Shares (subject to reallocation) and 94,500,000 Placing Shares (subject to reallocation). Upon completion of the Reorganisation and the Share Offer, Left Field will remain a subsidiary of the Company and the Company will be indirectly interested in approximately 62.05% of the total issued share capital of Left Field.

If the Share Offer proceeds, the Offer Price is expected to be not less than HK\$1.00 per Offer Share and not more than HK\$1.10 per Offer Share (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee).

The final structure of the Proposed Listing, including the size of the Share Offer and the exact apportionment between the Public Offer and the Placing will be determined by Left Field and the Sole Global Coordinator.

## **REASONS FOR DELISTING OF OPUS FROM THE ASX AND THE PROPOSED LISTING ON THE STOCK EXCHANGE**

OPUS was listed on the ASX on 12 April 2012. The directors of OPUS believed that in view of the subdued investor interest in OPUS from current Australian resident OPUS Shareholders, investor interest in Left Field Shares (following the Reorganisation) is expected to be greater once they have been listed on the Stock Exchange, as compared to the existing listing of OPUS Shares on the ASX, as there are a greater number of companies listed on the Stock Exchange engaged in the printing business. This would enable OPUS (through Left Field) to extract a valuation which is more reflective of its true value from the valuation range of comparable companies listed in Hong Kong.

## **PUBLICATION OF THE PROSPECTUS**

The Board announces that in connection with the Proposed Listing and the Share Offer, Left Field will publish the Prospectus on 20 September 2018. The Prospectus contains, among other things, details of the Share Offer and certain business and financial information relating to Left Field. The Prospectus will be available for viewing and downloading from the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of Left Field at [www.leftfieldprinting.com](http://www.leftfieldprinting.com) from 20 September 2018 onwards. Printed copies of the Prospectus may be obtained, free of charge, upon request during normal business hours from 9:00 a.m. on Thursday, 20 September 2018 till 12:00 noon on Wednesday, 26 September 2018, from (1) the designated branches of the receiving bank, (2) the office of the Public Offer Underwriter, (3) the office of the Sole Sponsor, and (4) the depository counter of Hong Kong Securities Clearing Company Limited, details of which will be set out in the section headed “How to apply for Public Offer Shares” in the Prospectus.

## **GENERAL**

**The Share Offer is subject to, among other things, the granting of the Listing Approval, and the Public Offer Underwriting Agreement and the Placing Underwriting Agreement having been signed and becoming unconditional. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Listing and the Share Offer will take place and, if so, when they may take place. Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.**

The timetable for the Share Offer will be set out in the Prospectus. The Company will make further announcement(s) in relation to the Proposed Listing and the Share Offer in accordance with the requirements of the Listing Rules as and when appropriate.

## DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“ASX”	ASX Limited, ACN 008 624 691, or the Australian Securities Exchange Limited as the context requires, trading as Australian Securities Exchange
“Company”	Lion Rock Group Limited (獅子山集團有限公司*), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1127) which will become a controlling shareholder of Left Field upon completion of the Reorganisation
“Delisting”	the delisting of OPUS from the official list of the ASX and the cessation of quotation of all its shares from the market operated by the ASX, and “delist” shall be construed accordingly, particulars of which are set out in the section headed “Delisting from the ASX and Listing on the Stock Exchange” in the Prospectus
“Left Field”	Left Field Printing Group Limited (澳獅環球集團有限公司*), an exempted company incorporated in Bermuda with limited liability on 18 April 2018
“Left Field Shares”	ordinary share(s) with par value of HK\$0.01 each in the share capital of Left Field
“Left Field Shareholder(s)”	the shareholder(s) of Left Field
“Listing Approval”	the approval for the listing of, and permission to deal in the Left Field Shares on the Stock Exchange
“Listing Date”	the date on which dealings in Left Field Shares first commence on the Main Board, which is expected to be on or around 8 October 2018
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“OPUS”	OPUS Group Limited, ACN 006 162 876, a company incorporated in Australia on 7 June 1983 which will become a direct wholly-owned subsidiary of Left Field upon completion of the Reorganisation, the issued shares of which are listed on the ASX (stock code: OPG) and will be delisted from the ASX on or shortly after the Listing Date
“OPUS Shares”	the fully paid ordinary share(s) in the share capital of OPUS
“OPUS Shareholder(s)”	the shareholder(s) of OPUS before the completion of the Reorganisation
“Placing”	the placing of the Placing Shares at the Offer Price to institutional, professional and other investors
“Placing Share(s)”	the 94,500,000 Left Field Shares (subject to reallocation) initially being offered by Left Field to institutional, professional and other investors under the Placing
“Placing Underwriters”	the underwriters named in the Placing Underwriting Agreement
“Placing Underwriting Agreement”	the conditional placing underwriting agreement expected to be entered into, among others, by Left Field, OPUS, the Sole Global Coordinator and the Placing Underwriters in respect of the Placing
“Proposed Listing”	the proposed listing of Left Field Shares on the Main Board of the Stock Exchange, which is expected to be effected by way of Share Offer
“Prospectus”	the prospectus to be issued by Left Field for the Share Offer on 20 September 2018
“Public Offer”	the issue and offer of the Public Offer Shares for subscription in Hong Kong at the Offer Price on and subject to the terms and conditions described in the Prospectus and the application forms to be used in relation to the Public Offer

“Public Offer Share(s)”	the 10,500,000 Left Field Shares (subject to reallocation) initially being offered by Left Field for subscription by the public in Hong Kong under the Public Offer
“Public Offer Underwriter”	the underwriter named in the Public Offer Underwriting Agreement
“Public Offer Underwriting Agreement”	the conditional Public Offer underwriting agreement dated 19 September 2018 relating to the Public Offer and entered into by, among others, Left Field, OPUS, the Sole Global Coordinator and the Public Offer Underwriter in respect of the Public Offer
“Reorganisation”	the corporate reorganisation of Left Field and its subsidiaries in preparation for the Proposed Listing as described in the paragraph headed “History and Corporate Structure – Reorganisation” in the Prospectus
“Scheme Implementation Agreement”	an agreement entered into by Left Field and OPUS on 14 June 2018 which sets out the terms and conditions for the purposes of implementing the Scheme of Arrangement
“Scheme of Arrangement”	a scheme of arrangement under Australian law pursuant to which OPUS Shareholders will exchange their OPUS Shares for Left Field Shares, in preparation of the Delisting, particulars of which are described in the section headed “Delisting from the ASX and Listing on the Stock Exchange” in the Prospectus
“Share Offer”	the Public Offer and the Placing
“Sole Global Coordinator”	VMS Securities Limited, the sole global coordinator of the Share Offer
“Sole Sponsor”	Optima Capital Limited, the sole sponsor of the Proposed Listing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Underwriting  
Agreements”

the Public Offer Underwriting Agreement and the Placing  
Underwriting Agreement

“%”

per cent.

By Order of the Board  
**Lion Rock Group Limited**  
**Yeung Ka Sing**  
*Chairman*

Hong Kong, 20 September 2018

*As at the date of this announcement, the board of directors of the Company comprises Mr. Lau Chuk Kin, Ms. Lam Mei Lan and Mr. Chu Chun Wan as executive directors; Mr. Li Hoi David and Mr. Guo Junsheng as non-executive directors; Mr. Yeung Ka Sing, Prof. Lee Hau Leung and Dr. Ng Lai Man, Carmen as independent non-executive directors.*

\* *For identification purposes only*